

# Minutes of the Dryad Board of Directors, September 2015

Hosted by CODATA, Paris, France  
September 18-19, 2015

Approved November 30, 2016

## Friday, 18-Sept

1. Meeting called to order at 9:05 am Paris time by Vice Chair Sansone

Directors In attendance: **Michener, Vision** (starting 10:00 am Friday), **Smit** (through 1pm Saturday), **Tenopir, Ferguson** (starting 9:30 am Friday), **Fenner, Hodson, Baird, Bloom. Fox** and **Bruna** called in for portions. Regrets: **Smith** (ex officio).

Dryad staff in attendance: **Morovati. Hull** and **Scherle** called in for a portion.

2. Approval of July Meeting Minutes - deferred until next meeting

3. Announcements - Eefke Smit to resign from Board following this meeting

4. Reports: Morovati presented an Executive Director report (appended), and staff proposal on preparations needed for price change rollout. Bloom held a review of financial report with review of current grants and pending proposals

5. Breakouts by committee:

Governance Committee Breakout completed review of ED and made recommendations for next year.

Finance Committee

Meeting planning - discussed holding May 2016 Membership Meeting virtually.

6. Other policies reviewed

Document retention policy reviewed

Strategic plan Yr2 goals reviewed

Discussion of options for preservation partners

## Saturday, 19-Sept

7. Discussion of Strategic Plan Priorities

- a. **Motion: To prioritize activities in the following areas: 1. Driving sales for Dryad and 2. Scaling services for support. Seconded by Hodson. Passed with all in favor.**

- b. **Motion: Prior to the price increase, prioritize items on the strongly recommended list (see Notes and Summary of Board Meeting: Strategic Guidance) that impact more than 50% of our users. Proposed by Smit, seconded by Michener. All in favor with one abstention.**
  - c. **Motion: Prioritize software development activities that lead to firstly improved stability and secondly improved efficiency. Proposed by Vision, seconded by Fenner. Passed with all in favor.**
  - d. **Grant Task Force appointed.** To include Hodson, Fenner, Sansone, Vision and Michener (Chair)  
Smit leaves meeting.
8. Membership & Outreach committee  
deferred
9. Decisions on financial and other proposals
- a. **Motion: That the board approves the large plan (Proposal for Large plan deals - Final for approval) deal as proposed by the Finance Committee. Bloom proposes, Ferguson seconds. All approve, including Fox electronically, with two abstentions.**
  - b. **Motion: Board expresses a deep concern about the delays of payment of grant money. This seriously impacts the operations of the organization. The board is a dedicated group that is responsible for the non profit. Ferguson proposes, seconded by Bloom. All in favor (Vision recused)**
  - c. **Resolution: To adopt the cash flow proposal (from the Financial Proposal) subject to the Financial Committee and Meredith to identify that the cuts that have been suggested are enough and that we are cutting other things ahead of staff. Proposed by Bloom, Ferguson seconds. All in favor (including Fox, who votes electronically), Vision recused.**
  - d. **Motion: Encourage Vision as Principal Investigator to work closely with UNC to ensure that the NSF subaward info has been submitted and that transitions are appropriately planned for, and to prepare or draft any MOUs that may be necessary in advance of a request for one. Proposed by Fenner, Ferguson seconds. All in favor except Bloom abstains, Vision recused.**
  - e. **Motion: To encourage Vision to explore other possible avenues at UNC to bridge the gap until funding from the grant is released. Tenopir proposes, Baird seconds. All in favor except Bloom abstains, Vision recused.**
  - f. **Motion: to ask the ED to explore loan options to bridge the financial gap until funding from the grant is released. Fenner proposes, Baird seconds. All in favor.**
  - g. **Motion: Staff to make a concrete proposal of simplifying the large file charges with a simple set of bands and a slightly larger limit. Details to be resolved between board and staff over email. Hodson proposes, Ferguson seconds. All in favor.**
  - h. **Motion: Conflict of Interest Statement should be revised to include the following sentence: "Potential conflicts of interest that are perceived by the ED or any member of the BOD should be brought to the attention of a non-conflicted BOD officer. And, if deemed necessary by non-conflicted officer, should be addressed**

**in a board meeting that is convened as soon as possible.” Michener proposes, Bloom seconds. All in favor.**

**10.** The Board thanks former chair Michener for all his hard work

**11.** **Baird motions to adjourn. Ferguson seconds. Motion passes. Meeting adjourned at 4:39pm**